



VC MEDICAL DISTRIBUTORS, INC
HOSPITAL & HOME CARE EQUIPMENT

Calle Ganges # 1536 - Urb. Industrial El Paraíso, Río Piedras, Puerto Rico 00926
Tels. 281-0744 / 281-0745 • Fax. 281-8139

August 17, 1996

Calvin Chang
Tuffcare, Inc.
P.O. Box 1488
Pompano Beach, FL 33061

Re: Assignment of Distribution Agreement

Dear Mr. Chang:

We hereby notify you of the proposed assignment of the Distribution Agreement by and between VC Medical Distributors, Inc. ("VC") and you (the "Distribution Agreement") to Graham Field Express (Puerto Rico), Inc. ("GFE") upon the closing of the sale of the business and assets of VC to GFE.

We hereby respectfully request your consent to the assignment of the Distribution Agreement to GFE; provided that GFE will use its best efforts to continue the distribution of your products, being expressly understood that GFE will be able to distribute competing products as well. All other terms and conditions of the Distribution Agreement shall remain in full force and effect after such assignment.

Cordially,

VC MEDICAL DISTRIBUTORS, INC.

By: 
Vicente Guzmán Jr.

cc: Richard S. Kolodny, Esq.

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